

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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SALOMON BROTHERS MUNICIPAL
PARTNERS FUND INC,

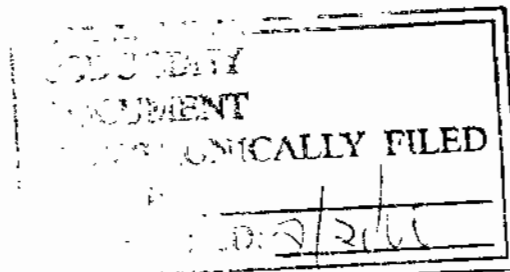
Plaintiff,

vs.

SHARON L. THORNTON, CODY B.
BARTLETT, JR., KARPUS MANAGEMENT,
INC. and IVS ASSOCIATES, INC.,

Defendants.
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Case No.: 1:05-CV-10763-JES



STIPULATED FINAL JUDGMENT

WHEREAS, Plaintiff Salomon Brothers Municipal Partners Fund Inc ("MNP") filed a Complaint for Declaratory Judgment and Injunctive Relief on December 23, 2005 and a First Amended Complaint for Declaratory Judgment and Injunctive Relief on January 8, 2006;

WHEREAS, the MNP has voluntarily dismissed defendant IVS Associates Inc. ("IVS") from the above-captioned action on the basis that IVS agreed to be bound by any order or judgment rendered in this action;

WHEREAS, MNP and the remaining defendants, Sharon L. Thornton, Cody B. Bartlett, Jr., and Karpus Management Inc. (collectively, "KIM"), desire to effect a full and final resolution of all claims raised herein;

WHEREAS, the parties jointly request that the Court enter this final judgment to which the parties have stipulated and agree to be bound.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED THAT:

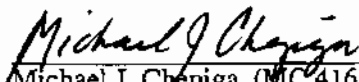
1. Within 24 hours of entry of this Stipulated Final Judgment, KIM and/or any of its designees shall submit to IVS Associates, Inc., the Independent Inspector of Elections,

any of its designees shall submit to IVS Associates, Inc., the Independent Inspector of Elections, a master ballot voting any and all proxies KIM collected from other registered and beneficial shareholders of MNP on or before 7:00 p.m. on December 19, 2005. Such master ballot shall include only the ADP Client Proxies and any proxy cards submitted by registered shareholders of MNP to KIM on or before 7:00 p.m. on December 19, 2005. The master ballot shall not include any votes submitted by legal proxy, including shares of KIM or its affiliates submitted by legal proxy.

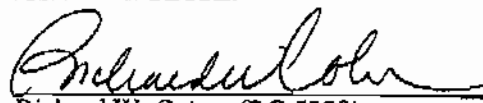
2. The master ballot shall be deemed to have been delivered prior to the closing of the polls at the Special Meeting of MNP Shareholders held on December 19, 2005. Accordingly, it shall be deemed that the vote regarding MNP's new management agreement took place at the Special Meeting of MNP Shareholders on December 19, 2005.

3. This Court shall retain jurisdiction for purposes of enforcing this Stipulated Final Judgment.

4. This action is dismissed WITH PREJUDICE.


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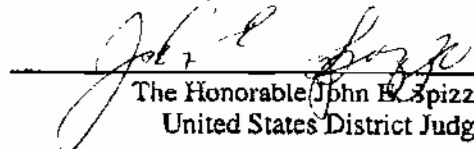
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Attorneys for Defendants Sharon L. Thornton,
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Inc.

SO ORDERED.

Dated: February 7, 2006


The Honorable John B. Spizzo
United States District Judge